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NEW WESTMINSTER
GAS COMPANY,
(LIMITED).

Articles of Association.

INCORPORATED MARCH 16th, 1886.

REGISTERED UNDER THE "COMPANIES' ACT, 1878."

VICTORIA, B. C.

MUNROE MILLER, STEAM BOOK AND JOB PRINTER.

1886.

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NEW WESTMINSTER GAS COMPANY, LD.

OFFICERS:

G. L. MILNE, Esq., M. D. *President.*

_____*Vice-President.*

EDWIN RAND, Esq., *Secretary and Treasurer.*

J. L. STAMFORD, Esq., *Manager.*

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CERTIFICATE OF INCORPORATION

THE "COMPANY'S ACT, 1878."

WE, THE UNDERSIGNED, hereby certify that we desire to form, under the provisions of the "Companies Act, 1878," a Company as hereinafter mentioned.

1. The corporate name of the Company shall be the "New Westminster Gas Company, Limited Liability."

2. The objects for which the Company shall be formed are for the purposes of constructing, equipping, maintaining and operating gas works, and for manufacturing gas, and supplying the same to Corporations and individuals in the City of New Westminster, British Columbia; and for doing all such things as are incidental, or conducive to carrying out of the same.

3. That the amount of the capital stock of the Company shall be (\$65,000) sixty-five thousand dollars, which shall be divided into three thousand two hundred and fifty shares of (\$20) twenty dollars each.

4. The time of the existence of the Company shall be forty-nine years.

5. That the City of New Westminster, British Columbia, is the City in which the principal place of business of the Company is to be located.

6. The number of the trustees shall be four, and the names are A. A. Green, Banker, G. L. Milne, Physician, J. L. Stamford, Gas Engineer, C. D. Rand, Real Estate Agent, who shall manage the affairs of the Company for the first three months.

CERTIFICATE OF INCORPORATION.

7. And that a stockholder is not individually liable for debts or liabilities of the Company, but the liability of a stockholder is limited to his proportion (based upon the amount of his respective shares), to assessments legally levied, and the charges thereon, if advertised as delinquent, during the time that he is a holder, as shown by the stockholders' register book of the Company.

March 16th 1886.

A. A. GREEN, [L. s.]

G. L. MILNE, "

J. L. STAMFORD, "

C. D. RAND, "

WITNESS:—GORDON E. CORBOULD,
Notary Public.

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ARTICLES OF ASSOCIATION.

1. If several persons are registered as joint holders of any share, any one of such persons may give effectual receipt for any dividend payable in respect of such share.

2. Every member shall, without fee, be entitled to a certificate under the common seal of the Company, specifying the share or shares held by him, and the amount paid up thereon.

3. If such certificate is worn out or lost, it may be renewed. Any person holding a number of shares by one certificate and being desirous of holding such shares by two or more certificates, shall be entitled to receive such two or more certificates without fee.

4. The directors may from time to time make such calls upon the members in respect of monies unpaid on their shares. Provided that no call shall exceed the sum of fifty per cent of the share at any one time, and twenty days notice shall be given of each call except the first, and each member shall be liable to pay the amount of calls so made to the persons, and at the times and places appointed by the directors. Provided that the first call when made shall be payable forthwith or on such notice as may be given by the directors.

5. A call shall be deemed to have been made at the time when the resolution of the directors authorizing such call was passed.

6. If the call payable in respect of any share is not paid before or on the day appointed for payment thereof, the holder for the time being of such share shall be liable to pay interest for the same at the rate of one per cent. per month, payable monthly from the day appointed for the payment thereof, to the day of the actual payment.

7. The directors may, if they think fit, receive from any member willing to advance the same, all or any part of the

monies due upon the shares held by him beyond the sums actually called for, and upon the monies so paid in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate as the member paying such sum in advance, and the directors agree upon.

8. Shares in the Company shall be transferred in the following manner: On presentation to the Secretary of a certificate or certificates endorsed by the person to whom they were issued, the Secretary shall retain such certificate or certificates and make the necessary entry of transfer in the Company's books, but the transferor shall be held to be the holder of the shares until the certificate or certificates so endorsed, shall have been presented to the Secretary and the transfer entered in the Company's books as aforesaid.

9. Shares in the Company shall be transferred in the following form:—"I, A. B., of _____, in consideration of the sum of _____ paid to me by C. D., of _____ do hereby transfer to the said C. D. the share (or shares) number _____ standing in my name in the books of the New Westminster Gas Company Limited, to hold unto the said C. D., his executors, administrators and assigns, subject to the several conditions on which I held the same at the time of the execution hereof; and I, the said C. D., do hereby agree to take the said share (or shares) subject to the same conditions.

"As witness our hands the _____ day of _____"

10. The Company may decline to register any transfer of shares made by a member who is indebted to them.

11. The transfer books shall be closed during the fourteen days immediately preceding the ordinary general meeting in each year.

12. The executors or administrators of a deceased member shall be the only persons recognized by the Company as having any title to his share.

13. If any shareholder fails to pay any call on the day appointed for the payment thereof, the directors may adver-

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tise in any newspaper published in New Westminster the name of the delinquent shareholder, with the number of shares standing in his name in the Company's books, and that such shares or so many thereof as will cover the amount due, together with interest and expenses, will be sold at public auction within 60 days after such advertisement. If the amount due on such shares with interest and expenses shall not have been paid before the day advertised for sale, then such shares shall be sold in accordance with the advertisement. Provided that this article shall not apply to the first call, but if any member fails to pay the first call on the day appointed for the payment thereof, the share or shares in respect whereof such call has been made, shall without farther notice to the member making default, be absolutely forfeited to the Company.

14. If at the sale of any delinquent shares, they will not realize the amount then due, with interest and expenses, they may be bought by the directors for the Company, and they shall then be the property of the Company, and be disposed of by the directors at such time and in such manner as they shall think proper.

15. Any shareholder whose delinquent shares have been disposed of by order of the directors, shall be liable to the Company for any amount due on them at the time of such sale, less the amount realized from such sale.

16. A Statutory declaration in writing that the call in respect of a share was made and notice thereof given, and default in payment of the call was made, and that the forfeiture of the share was made by a resolution of the directors to that effect, shall be sufficient evidence of the facts therein stated as against all persons entitled to such share, and such declaration and the receipt of the Company for the price of such share, shall constitute a good title to such share, a certificate of proprietorship shall be delivered to a purchaser, and thereupon he shall be deemed the holder of such share, discharged from all calls due prior to such purchase, and he shall not be bound to see to the application of the purchase money, nor shall his title to such share be affected by any irregularity in the proceedings in reference to such sale.

17. The directors may, with the sanction of a special resolution of the Company previously given in general meeting increase its capital by the issue of new shares, such aggregate increase to be of such amount, and to be divided into shares of such respective amounts, as the Company in general meeting directs, or, if no direction be given, as the directors think expedient.

18. Subject to any direction to the contrary that may be given by the meeting that sanctions the increase of capital, all new shares shall be offered to the members in proportion to the existing shares held by them, and such offer shall be made by notice specifying the number of shares to which the member is entitled, and limiting a time within which the offer, if not accepted, will be deemed to be declined; and after the expiration of such time, or on the receipt of an intimation from the member to whom such notice is given, that he declines to accept the shares offered, the directors may dispose of the same in such manner as they think most beneficial to the Company.

19. Any capital raised by the creation of new shares shall be considered as part of the original capital, and shall be subject to the same provisions with reference to the payment of calls and the forfeiture of shares, on non-payment or calls or otherwise, as if it had been part of the original capital.

20. The first general meeting shall be held at such time, not being more than six months after the registration of the Company, and at such place as the directors may determine.

21. Subsequent general meetings shall be held at such time and place as may be prescribed by the Company in general meeting, and if no other time or place is prescribed, a general meeting shall be held on the first Monday in May in every year, at such place as may be determined by the directors.

22. The above mentioned general meetings shall be called ordinary meetings; all other meetings shall be called extraordinary. No business shall be transacted at any general meeting except the declaration of a dividend, unless three-

fifths of the share of the Company be represented, making a quorum.

23. The directors may, whenever they think fit, and they shall upon a requisition made in writing by not less than one-fifth in number of the members of the Company, convene an extraordinary general meeting, stating the object of the meeting.

24. Seven days notice at the least, specifying the place, the day and the hour of meeting, and in case of special business, the general nature of such business shall be given to the members in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in general meeting; but the non-receipt of such notice by any member shall not invalidate the the proceedings at any general meeting

25. If within one hour from the the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned meeting a quorum is not present, it shall be adjourned sine die.

26. The President of the Company, shall preside as chairman, at every general meeting of the Company; in his absence the Vice-President shall preside.

27. The President may, with the consent of the meeting adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

28. Every member shall have one vote for every share.

29. If one or more persons are jointly entitled to a share or shares, only one of such persons may vote in respect of such share or shares, and in the event of dispute the member whose name stands first shall have priority.

30. No member shall be entitled to vote at any general meeting unless all calls due from him have been paid, and no

member shall be entitled to vote in respect of any share that he has acquired by transfer at any meeting held after the expiration of three months from the registration of the Company, unless he has been possessed of the share in respect of which he claims to vote, for at least one month previously to the time of holding the meeting at which he proposes to vote.

31. Votes may be given either personally or by proxy.

32. The instrument appointing a proxy shall be in writing under the hand of the appointor, or if the appointor is a corporation, under their common seal, and shall be attested by one or more witness or witnesses. No person shall be appointed a proxy who is not a member of the Company.

33. The instrument appointing a proxy shall be delivered to the Secretary either before or at the time of calling any meeting to order, and shall if general, remain valid until revoked by the appointor, and notice of the revocation delivered to the Secretary.

34. No particular form of proxy shall be necessary, but it shall be attested by at least one witness.

35. There shall be five directors. Until directors are appointed the subscribers of the Certificate of Incorporation shall be deemed to be directors.

36. The business of the Company shall be managed by the directors, who may pay all expenses incurred in getting up and registering the company, and may exercise all such powers of the Company as are not by the Joint Stock Companies Act or by these articles required to be exercised by the Company in general meeting, subject nevertheless to any regulations of these articles, to the provisions of the Joint Stock Companies Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior Act of the directors, which would have been valid if such regulation had not been made.

37. The continuing directors may act notwithstanding any vacancy in their body.

38. The office of director shall be vacated,

(1.) If he becomes bankrupt or insolvent.

(2.) But no director shall vacate his office by reason of his being a member of any Company which has entered into contracts with or done any work for the Company, of which he is director.

39. At the first ordinary meeting after the registration of the Company the whole of the directors shall retire from office.

40. A retiring director shall be re-eligible.

41. The Company at the general meeting at which the directors retire in manner aforesaid shall fill up the vacated offices by electing a like number of persons.

42. If at any meeting at which an election of directors ought to take place, the places of the vacating directors are not filled up, the meeting shall stand adjourned till the same day in the next week, at the same time and place; and if at such adjourned meeting the places of the vacating directors are not filled up, the vacating directors or such of them as have not had their places filled up shall continue in office until the ordinary meeting in the next year and so on from time to time until their places are filled up.

43. The Company may from time to time in general meeting, increase or reduce the number of directors, and may also determine in what rotation such increased or reduced number is to go out of office.

44. Any casual vacancy occurring in the board of directors may be filled up by the directors, but any person so chosen shall retain his office so long only as the vacating director would have retained the same had no vacancy occurred.

45. The Company, in general meeting, may, by a special resolution, remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office during such time only as the director in whose place he is appointed would have held the same had he not been removed.

46. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business; questions arising at any meeting shall be decided by a majority of votes; in case of an equality of votes the chairman shall have a second or casting vote; a director may at any time summon a meeting of the directors, but the directors must meet at least once in each month.

47. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or, if at any meeting the chairman is not present at the time appointed for holding the same, the directors present shall choose some one of their number to be chairman of such meeting.

48. The directors may delegate any of their powers to Committees consisting of such member or members of their body as they think fit, any Committee so formed shall, in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the directors.

49. A Committee may elect a chairman of their meetings; if no such chairman is elected, or if he is not present at the time appointed for holding the same the members present shall choose one of their number to be chairman of such meeting.

50. A Committee may meet and adjourn as they think proper; questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the chairman shall have a second or casting vote.

51. All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

52. The directors may with the sanction of the Company in general meeting, declare a dividend to be paid to the mem-

bers in proportion to their shares, and such dividends are to be declared quarterly.

53. No dividend shall be payable except out of the profits arising from the business of the Company.

54. The directors may, before recommending any dividend set aside out of the profits of the Company, such sum as they think proper, as a reserved fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining the works connected with the business of the Company or any part thereof, and the directors may invest the sum so set apart as a reserved fund upon such securities as they may select.

55. The directors may deduct from the dividends payable to any member all such sums of money as may be due from him to the Company on account of calls or otherwise.

56. Notice of any dividends that may have been declared shall be given to each member in a manner hereinafter mentioned, and all dividends unclaimed for three years, after having been declared, may be forfeited by the directors for the benefit of the Company.

57. No dividend shall bear interest as against the Company.

58. The directors shall cause true accounts to be kept :
Of the stock in trade of the Company.

Of the sums of money received and expended by the Company, and the matter in respect of which such receipt and expenditure takes place ; and

Of the credits and liabilities of the Company.

The books of account shall be kept at the registered office of the Company, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Company in general meeting, shall be open to the inspection of the members during the hours of business.

59. Once at the least in every year, the directors shall lay before the Company in general meeting, a statement of the income and expenditure for the past year, made up to a date not more than three months before such meeting.

60. The statement so made shall show, arranged under the most convenient heads, the amount of gross income, distinguishing the several sources from which it has been derived, and the amount of gross expenditure, distinguishing the expense of the establishment, salaries, and other like matters; every item of expenditure fairly chargeable against the year's income shall be brought into account so that a just balance of profit and loss may be laid before the meeting; and in cases where any item of expenditure which may in fairness be distributed over several years, has been incurred in any one year, the whole amount of such item shall be stated, with the addition of the reasons why only a portion of such expenditure is charged against the income of the year.

61. A balance sheet shall be made out in every year, and laid before the Company in general meeting, and such balance sheet shall contain a summary of the property and liabilities of the Company arranged under the different heads.

62. Once at the least in every year the accounts of the Company shall be examined, and the correctness of the balance sheet ascertained by one or more auditor or auditors.

63. The first auditors shall be appointed by the directors; subsequent auditors shall be appointed by the Company in general meeting.

64. If one auditor only is appointed, all the provisions herein contained relating to auditors shall apply to him.

65. The auditors may be members of the Company, but no person is eligible as an auditor who is interested otherwise than as a member in any transaction of the Company, and no director or other officer of the Company is eligible during his continuance in office.

66. The election of auditors shall be made by the Company at their ordinary meeting in each year.

67. The remuneration of the first auditors shall be fixed by the directors; that of subsequent auditors shall be fixed by the Company in general meeting.

68. Any auditor shall be re-eligible on his quitting office.

69. If any casual vacancy occurs in the office of any auditor appointed by the Company, the directors shall forth-

with call an extraordinary general meeting, for the purpose of supplying the same.

70. Every auditor shall be supplied with a copy of the balance sheet, and it shall be his duty to examine the same, with the accounts and vouchers relating thereto.

71. Every auditor shall have a list delivered to him of all books kept by the Company, and shall at all reasonable times have access to the books and accounts of the Company; he may at the expense of the Company, employ accountants, or other persons to assist him in investigating such accounts, and he may in relation to such accounts examine the directors or any other officer of the Company

72. The auditors shall make a report to the members upon the balance sheet and accounts, and in every such report they shall state, whether, in their opinion the balance sheet, containing the particulars required by these regulations, and properly drawn up, so as to exhibit a true and correct view of the state of the Company's affairs, and in case they have called for explanations or information from the directors; whether such explanations or information have been given by the directors, and whether they have been satisfactory; and such report shall be read together with the report of the directors, at the ordinary meeting.

73. A notice may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered place of abode.

74. All notices directed to be given to the members, shall with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the register of members; and notice so given shall be sufficient notice to all the holders of such share.

75. Any notice, if served by post, shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of the post; and in proving such service it shall be sufficient to prove that the letter containing the notices was properly addressed and put into the Post Office.

DUTIES OF OFFICERS.

76. The President shall preside at all meetings of the Company or directors, sign all certificates of stock, and all contracts and other instruments in writing which have been first approved by the board of directors. He shall draw all checks upon the Treasurer and shall with the consent and advice of the directors, have the general superintendence of the affairs of the Company.

77. The Vice-President shall preside at all meetings in the absence of the President.

78. It shall be the duty of the Treasurer to keep safely all moneys belonging to the Company, and disburse the same under the directions of the Company by checks or warrants issued by the President and Secretary. And at each annual meeting of the stockholders he shall submit a complete statement of his account with the Company for the past year.

79. It shall be the duty of the Secretary to keep a record of the Board of Trustees and stockholders. He shall keep blank certificates of stock, fill up and countersign all certificates issued, and make a record of each issuance.

He shall keep a stock-book, ledger and other books ordered by the directors, countersign all cheques, keep proper account books, and discharge other duties pertaining to his office.

80. A General Manager shall be appointed by the Board of Directors. It shall be his duty to take charge of the property belonging to the Company and control and direct all labor and business pertaining to the interests, objects and operations of the Company, subject to the approval of the Board of Directors. To make monthly returns to the Board of Directors, and at their meetings to make a statement of the general condition of the stock and property of the Company—make a statement of all expenditures accompanying with it the necessary vouchers, etc.

He shall not have power to incur any indebtedness unless specially authorized by the Board of Directors or sign notes or contracts for the Company without sanction of the Directors.

81. The members of the Board of Directors shall receive no compensation for their services as such, but the President, Vice-President, Secretary, Treasurer and General Manager shall receive such compensation for their services as the Board of Trustees shall determine from time to time.

82. No contract by any officer of the Company shall be valid without the previous authorization or subsequent ratification of the Board of Directors.

83. Any amendments or additions to these Articles of Association, shall be presented in writing at any regular meeting of the Board of Directors, and lie over for action until the next regular monthly meeting. The vote of a majority of the Directors representing either in themselves or by proxy a majority of the subscribed stock, shall be necessary to enact any change in these Articles of Association.

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